

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION
of
Priory Healthcare Services Limited
("Company")

THURSDAY



PASSED ON 22/12/2010

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 22/12/2010 as special and ordinary resolutions as indicated below.

SPECIAL RESOLUTION

- 1 **That** the draft articles of association in the form attached, and initialled by a director for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (including all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the existing articles of association of the Company)

ORDINARY RESOLUTION

- 2 **That** the directors shall have the powers given by section 550 of the Companies Act 2006

ORDINARY RESOLUTION

- 3 **That**, for the purposes of section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, provided that authorisation of such a matter shall be effective only if
 - 3 1 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"), and
 - 3 2 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted

Director / Secretary